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UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

GOOGLE, INC., a Delaware corporation, Plaintiff, v. AFFINITY ENGINES, INC., a Delaware corporation, Defendant.	CASE NO. C 05-0598 JW (HRL) **DECLARATION OF GABRIEL M. RAMSEY IN SUPPORT OF REPLY BRIEF RE AFFINITY ENGINES, INC.'S MOTION TO DISMISS AND/OR STAY PROCEEDINGS** Date: May 9, 2005 Time: 9:00 a.m. Judge: Honorable James Ware

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I, Gabriel M. Ramsey, hereby declare as follows:

1. I am a member of the bar of the State of California, and am an associate with the firm of Orrick, Herrington & Sutcliffe LLP. I make this declaration in support of Affinity Engine Inc.'s ("AEI") Reply In Support Of AEI's Motion To Dismiss And/Or Stay Proceedings. I make this declaration of my own personal knowledge unless otherwise noted and, if called as a witness, I could and would testify competently to the truth of the matters set forth herein.

2. AEI filed a state court complaint in Santa Clara Superior Court on May 25, 2004 alleging, among other things, ownership of the source code at issue in the instant Federal Case.

3. A Trial Setting Conference in the pending state court case will be held on Tuesday, April 26, 2005, the day after the instant reply brief will be filed. Attached hereto as **Exhibit A** is a true and correct copy of AEI's April 19, 2005 Case Management Conference Statement filed in the state court case. In its CMC statement, AEI informed the superior court that the parties will be ready for trial by late July.

4. Discovery in the state court case is nearing completion. Google has taken AEI's corporate deposition on two occasions, both times exploring the ownership issue. Moreover, the parties have produced over 200,000 pages of documents. Currently, the parties are scheduling dates to depose the remaining nine fact witnesses.

5. Several documents evidence that AEI owns the source code at issue in this Federal Case.

6. Attached hereto as **Exhibit B** is a true and correct copy of an April 30, 2002 Retention Agreement.

7. Attached hereto as **Exhibit C** is a true and correct copy of a September 11, 2002 agreement.

8. Attached hereto as **Exhibit D** is a true and correct copy of a July 9, 2003 agreement.

9. Attached hereto as **Exhibit E** is a true and correct copy of a "List of Prior

Inventions" attached to Orkut Buyukkokten's Google Employment agreement.

10. Attached hereto as **Exhibit F** is a true and correct copy of documents produced by AEI in this litigation and Bates-labeled AEI 004153 and AEI00458.

11. Attached hereto as **Exhibit G** is a true and correct copy of Google's copyright application relating to the inCircle source code.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge.

Executed this 25th day of April, 2005 in Menlo Park, California

Gabriel M. Ramsey